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Counsel for Commerce Associates, LLC

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re
THE RHODES COMPANIES, LLC aka
"RHODES HOMES", et al.,
Reorganized Debtors.¹

Case No. BK-09-14814-LBR
(Jointly Administered)

Chapter 11

Affects:

- ☒ All Debtors
☐ The Following Debtor(s)

**DECLARATION OF MICHAEL
BUCKLEY IN SUPPORT OF COMMERCE
ASSOCIATES OPPOSITION TO
REORGANIZED DEBTORS' OBJECTION
TO COMMERCE ASSOCIATES' PROOF
OF CLAIM NO. 61-1 PURSUANT TO
BANKRUPTCY RULES 3007 AND
BANKRUPTCY CODE SECTION 502(b)**

¹ The Reorganized Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, if applicable, are: Heritage Land Company, LLC (2918); The Rhodes Companies, LLC (3060); Rhodes Ranch General Partnership (1760); Tick, LP (0707); Glynda, LP (5569); Chalkline, LP (0281); Batcave, LP (6837); Jackknife, LP (6189); Wallboard, LP (1467); Overflow, LP (9349); Rhodes Ranch Golf and Country Club (9730); Tuscany Acquisitions, LLC (0206); Tuscany Acquisitions II, LLC (8693); Tuscany Acquisitions III, LLC (9777); Tuscany Acquisitions IV, LLC (0509); Parcel 20 LLC (5534); Rhodes Design and Development Corp. (1963); C&J Holdings, Inc. (1315); Rhodes Realty, Inc. (0716); Jarupa LLC (4090); Elkhorn Investments, Inc. (6673); Rhodes Homes Arizona, LLC (7248); Rhodes Arizona Properties, LLC (8738); Tribes Holdings LLC (4347); Six Feathers Holdings, LLC (8451); Elkhorn Partners, A Nevada Limited Partnership (9654); Bravo Inc. (2642); Gung-Ho Concrete, LLC (6966); Geronimo Plumbing, LLC (6897); Apache Framing, LLC (6352); Tuscany Golf Country Club, LLC (7132); Pinnacle Grading, LLC (4838).

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Michael Buckley, under penalty of perjury, says:

1. I am a shareholder of the law firm of Jones Vargas and I am duly authorized to make this declaration on behalf of Commerce Associates.

2. I received various incomplete documents from the Reorganized Debtors on Friday, July 15, 2011, in response to our Request for Production of Documents.

3. After review of the documents produced by the Reorganized Debtors, it appears that they produced the same Subordination Agreements as in their Objection Commerce Associates Proof of Claim and Reply in thereof.

4. Attached hereto as Exhibit 1 is a chart that I created based upon my review of the documents produced by the Reorganized Debtors and my review of documents we have on file for our client, Commerce Associates, which we located Subordination No. 2. As outlined in the chart, each of the take downs, except the last two take downs, were the subject of written subordination Agreements with Credit Suisse. However, the Reorganized Debtors have not produced, nor do our files contain, any Subordination Agreement or other document evidencing that Commerce Associates' liens with respect to the last two take downs were the subject of written Subordination Agreements.

DATED this 19th day of July, 2011.

/s/ Michael Buckley
MICHAEL BUCKLEY